

B6 Summary (Official Form 6 - Summary) (12/07)

**United States Bankruptcy Court**  
**District of Nevada**

In re **Rhodes Homes Arizona, LLC**

Debtor

Case No. **09-14882**Chapter **11**

**SUMMARY OF SCHEDULES - AMENDED**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	<b>Yes</b>	<b>2</b>	<b>1,215,242.00</b>		
B - Personal Property	<b>Yes</b>	<b>8</b>	<b>3,148,044.30</b>		
C - Property Claimed as Exempt	<b>No</b>	<b>0</b>			
D - Creditors Holding Secured Claims	<b>Yes</b>	<b>1</b>		<b>392,895,340.00</b>	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	<b>Yes</b>	<b>1</b>		<b>0.00</b>	
F - Creditors Holding Unsecured Nonpriority Claims	<b>Yes</b>	<b>8</b>		<b>58,649,202.03</b>	
G - Executory Contracts and Unexpired Leases	<b>Yes</b>	<b>2</b>			
H - Codebtors	<b>Yes</b>	<b>15</b>			
I - Current Income of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
J - Current Expenditures of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
Total Number of Sheets of ALL Schedules		<b>37</b>			
Total Assets			<b>4,363,286.30</b>		
Total Liabilities				<b>451,544,542.03</b>	

B6B (Official Form 6B) (12/07)

In re **Rhodes Homes Arizona, LLC**Case No. **09-14882**

Debtor

**SCHEDULE B - PERSONAL PROPERTY - AMENDED**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

**Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand		<b>Petty cash</b>	-	<b>500.00</b>
		<b>Cash - Flex Spending</b>	-	<b>5,332.88</b>
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		<b>Mutual of Omaha Imp Account #xxxx4541, 2510 S. Maryland Pkwy, Suite A, Las Vegas, NV 89109</b>	-	<b>465,939.42</b>
		<b>Mutual of Omaha Imp Account #xxxx2046, 2510 S. Maryland Pkwy, Suite A, Las Vegas, NV 89109</b>	-	<b>4,620.00</b>
		<b>Mission Bank Account No. #xxxxx3843, 2439 Hualapai Mountain Road, Kingman, AZ 86401</b>	-	<b>127,651.64</b>
		<b>Mission Bank Account No. xxxxx4494, 2439 Hualapai Mountain Road, Kingman, AZ 86401</b>	-	<b>4,368.05</b>
		<b>Mission Bank Account No. xxxxx0653, 2439 Hualapai Mountain Road, Kingman, AZ 86401</b>	-	<b>330,589.61</b>
		<b>Mutual of Omaha Payroll Account No. xxxx2054</b>	-	<b>0.00</b>
		<b>CD - Arizona State Registrar (Mission Bank - 2439 Hualapai Mountain Rd, Kingman, AZ 86401)</b>	-	<b>16,967.49</b>
3. Security deposits with public utilities, telephone companies, landlords, and others.		<b>Refundable Deposit - Utilities, Inc., 2335 Sanders Road, Northbrook, Illinois 60062-6108</b>	-	<b>75,000.00</b>
4. Household goods and furnishings, including audio, video, and computer equipment.	<b>X</b>			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	<b>X</b>			
6. Wearing apparel.	<b>X</b>			
7. Furs and jewelry.	<b>X</b>			

Sub-Total > **1,030,969.09**  
(Total of this page)

3 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re **Rhodes Homes Arizona, LLC**Case No. **09-14882**

Debtor

**SCHEDULE B - PERSONAL PROPERTY - AMENDED**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
8. Firearms and sports, photographic, and other hobby equipment.	<b>X</b>			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		<b>See Attachment B9 for details</b>	-	<b>Unknown</b>
10. Annuities. Itemize and name each issuer.	<b>X</b>			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	<b>X</b>			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	<b>X</b>			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		<b>100% ownership in Pinnacle Grading, LLC</b>	-	<b>Unknown</b>
14. Interests in partnerships or joint ventures. Itemize.	<b>X</b>			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	<b>X</b>			
16. Accounts receivable.		<b>Intercompany Receivable - Rhodes Arizona Properties, LLC</b>	-	<b>511,146.37</b>
		<b>Intercompany Receivable - Elkhorn Investments, Inc.</b>	-	<b>1,383,132.50</b>
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	<b>X</b>			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	<b>X</b>			

Sub-Total > **1,894,278.87**  
(Total of this page)

Sheet **1** of **3** continuation sheets attached  
to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re **Rhodes Homes Arizona, LLC**Case No. **09-14882**

Debtor

**SCHEDULE B - PERSONAL PROPERTY - AMENDED**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	<b>X</b>			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	<b>X</b>			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	<b>X</b>			
22. Patents, copyrights, and other intellectual property. Give particulars.	<b>X</b>			
23. Licenses, franchises, and other general intangibles. Give particulars.	<b>X</b>			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	<b>X</b>			
25. Automobiles, trucks, trailers, and other vehicles and accessories.		<b>2007 Chev RCAB</b>	-	<b>6,750.00</b>
		<b>2007 Chevy Colorado Truck VIN #1GCCS149378109019</b>	-	<b>6,750.00</b>
		<b>2003 Int'l Model 4700 Water Truck VIN 1HSSCAAN6VH451398</b>	-	<b>20,389.84</b>
26. Boats, motors, and accessories.	<b>X</b>			
27. Aircraft and accessories.	<b>X</b>			
28. Office equipment, furnishings, and supplies.		<b>See Attachment B 28 for details</b>	-	<b>113,211.13</b>

Sub-Total > **147,100.97**  
(Total of this page)

Sheet **2** of **3** continuation sheets attached  
to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re **Rhodes Homes Arizona, LLC**Case No. **09-14882**

Debtor

**SCHEDULE B - PERSONAL PROPERTY - AMENDED**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
29. Machinery, fixtures, equipment, and supplies used in business.	<b>X</b>			
30. Inventory.	<b>X</b>			
31. Animals.	<b>X</b>			
32. Crops - growing or harvested. Give particulars.	<b>X</b>			
33. Farming equipment and implements.	<b>X</b>			
34. Farm supplies, chemicals, and feed.	<b>X</b>			
35. Other personal property of any kind not already listed. Itemize.		<b>Prepays - see attachment B35 for details</b>	<b>-</b>	<b>75,695.37</b>

Sheet **3** of **3** continuation sheets attached  
to the Schedule of Personal Property

Sub-Total > **75,695.37**  
(Total of this page)  
Total > **3,148,044.30**

(Report also on Summary of Schedules)

POLICY TYPE	INS CARRIER	POLICY #	ADDRESS	CITY	STATE	ZIP	LIMIT	INCEPTION DATE	EXPIRATION DATE	Annual (Term) Premium at policy inception
Wrap Up Liability	Lloyds of London	A71635013	Jansen & Hastings Intermediaries, LTD, One American Sq.	London	England	EC3N 2LS	\$2/2/2	10/1/2007	10/1/2010	\$2,287,080.00
Excess Liability- Wrap Up	Ins Co. State of PA	5686492	70 Pine Street	New York	NY	10270	15 XS 2	10/1/2007	10/1/2010	\$1,357,200.00
Excess Liability- Wrap Up	Everest	71R2000227071	477 Martinsville Road, P. O. Box 830	Liberty Corner	NJ	07938-0830	10 XS 17	10/1/2007	10/1/2010	\$323,011.00
Wrap Up Liability - X-It/Tuscany	Gemini	CNGP001211	475 Steamboat Road	Greenwich	CT	6830	\$2/2/2	1/31/2006	1/31/2011	\$1,678,620.00
Excess Liability Wrap Up - X- it/Tuscany	Ins Co. State of PA	42063585	70 Pine Street	New York	NY	10270	8 XS 2	1/31/2006	1/31/2011	\$912,675.00
General Liability	Colony	AR63602581	8720 Stony Point Parkway, Suite 300	Richmond	VA	23235	\$1 /2	10/1/2008	10/1/2009	\$75,515.00
Property/ Contractors Equipment	Hartford	72UUMAH4276	Hartford Plaza	Hartford	CT	06115	VRS	10/1/2008	10/1/2009	\$40,975.00
Auto	Hartford	72UENTR0192	Hartford Plaza	Hartford	CT	06115	\$1,000,000	10/1/2008	10/1/2009	\$96,055.00
Excess Auto	Federal	79840484	Chubb Group of Insurance Companies-15 Mountain View Road	Warren	NJ	7059	\$5 XS 1	10/1/2008	10/1/2009	\$51,600
Builders Risk	Zurich American	BR451252268	Zurich Assurance Company of American	New York	NY	10038	\$1 / 10	11/1/2008	11/1/2009	\$57,765.00
Excess Builders Risk	James River	72885	66641 West Broad Street, Suite 300	Richmond	VA	23230	\$5 XS 10	11/1/2008	11/1/2009	\$16,832.00
Package - Country Clubs	Philadelphia	PHPK360419	One Bala Plaza, Suite 100	Bala Cynwyd	PA	19004	VRS	11/1/2008	11/1/2009	\$58,870
Umbrella Liability - Country Clubs	Philadelphia	PHUM255030	One Bala Plaza, Suite 100	Bala Cynwyd	PA	19004	\$5 XS 1	11/1/2008	11/1/2009	\$4,500
NAG - Professional Liability	Evanston	EO838023	Markel Shand Inc., Ten Parkway North	Deerfield	IL	60015	\$1,000,000	11/26/2008	11/26/2009	\$3,579
Directors & Officers Liability	RSUI Indemnity	NHP631252	945 E. Paces Ferry Rd., Suite 1800	Atlanta	GA	30326	\$5,000,000	11/26/2008	11/26/2009	\$131,250
Notary E&O	Western Surety	68361209	P. O. Box 5077	Sioux Falls	SD	57117-5077	\$25,000	4/20/2008	4/20/2010	\$176
Notary Bond- Hawkings	Western Surety	15073680N	P. O. Box 5077	Sioux Falls	SD	57117-5077	\$10,000	11/29/2007	11/29/2011	\$50
Notary Bond - Harris	Western Surety	15081094N	P. O. Box 5077	Sioux Falls	SD	57117-5077	\$10,000	11/30/2007	11/30/2011	\$50
Notary Bond- Fuller(Walters)	Western Surety	70037061N	P. O. Box 5077	Sioux Falls	SD	57117-5077	\$10,000	1/23/2006	1/23/2010	\$50
Notary Bond- Graham	Western Surety	15151546N	P. O. Box 5077	Sioux Falls	SD	57117-5077	\$10,000	5/16/2006	5/16/2012	\$50
Notary Bond - Hall	Western Surety	70064078N	P. O. Box 5077	Sioux Falls	SD	57117-5077	\$10,000	5/10/2006	5/10/2010	\$50
Notary Bond- Ransom	Western Surety	15129472N	P. O. Box 5077	Sioux Falls	SD	57117-5077	\$10,000	4/4/2006	4/4/2012	\$50

<u>Asset Desc</u>	<u>Location</u>	<u>Net Book Value</u>
Office Furniture	313 S. Aztec Rd., Golden Valley, AZ 86413	2,485.26
Furniture	318 S. Aztec Rd., Golden Valley, AZ 86413	8,992.25
Design - AZ sales office	325 S. Aztec Rd., Golden Valley, AZ 86413	1,291.68
Arizona Sales office model 4210	363 S. Aztec Rd., Golden Valley, AZ 86413	1,666.66
Arizona Sales office model 3431	364 S. Aztec Rd., Golden Valley, AZ 86413	1,666.66
Models 4264 & 2757	360 S. Aztec Rd., Golden Valley, AZ 86413	3,612.52
Models 3697 & 3389	361 S. Aztec Rd., Golden Valley, AZ 86413	3,356.37
Photo Copier	314 S. Aztec Rd., Golden Valley, AZ 86413	3,397.50
Plotter	315 S. Aztec Rd., Golden Valley, AZ 86413	2,711.42
Printer	316 S. Aztec Rd., Golden Valley, AZ 86413	1,031.53
IBM Laptop	317 S. Aztec Rd., Golden Valley, AZ 86413	511.58
Timberline additional users	319 S. Aztec Rd., Golden Valley, AZ 86413	3,117.51
Phillips 30" LCD	321 S. Aztec Rd., Golden Valley, AZ 86413	610.35
2 Servers	322 S. Aztec Rd., Golden Valley, AZ 86413	1,549.26
2 Laptop Computers	323 S. Aztec Rd., Golden Valley, AZ 86413	890.80
Laptop #5FKTA63804 60GB-COMB	326 S. Aztec Rd., Golden Valley, AZ 86413	708.09
Punchlist Manager Enterprise System	327 S. Aztec Rd., Golden Valley, AZ 86413	1,258.74
Lazer Level	330 S. Aztec Rd., Golden Valley, AZ 86413	480.81
Autocad software 3D	331 S. Aztec Rd., Golden Valley, AZ 86413	5,067.02
Autodesk Software	334 S. Aztec Rd., Golden Valley, AZ 86413	3,490.91
2 Autodesk Licenses	335 S. Aztec Rd., Golden Valley, AZ 86413	7,020.64
Insight shipper #803638	336 S. Aztec Rd., Golden Valley, AZ 86413	735.51
Alarm & Phone system	340 S. Aztec Rd., Golden Valley, AZ 86413	4,363.31
Notebook computer	341 S. Aztec Rd., Golden Valley, AZ 86413	785.40
Smartbuy NX9600	342 S. Aztec Rd., Golden Valley, AZ 86413	822.68
HP Printer	343 S. Aztec Rd., Golden Valley, AZ 86413	674.62
4 HP Printers	344 S. Aztec Rd., Golden Valley, AZ 86413	4,841.75
Computer	345 S. Aztec Rd., Golden Valley, AZ 86413	2,841.96
HP Designjet	346 S. Aztec Rd., Golden Valley, AZ 86413	4,293.21
Proliant DL145G2	347 S. Aztec Rd., Golden Valley, AZ 86413	2,284.31
Filemaker	348 S. Aztec Rd., Golden Valley, AZ 86413	1,193.52
HP Computer	349 S. Aztec Rd., Golden Valley, AZ 86413	707.54
HP Compaq	350 S. Aztec Rd., Golden Valley, AZ 86413	693.29
HP Compaq	351 S. Aztec Rd., Golden Valley, AZ 86413	693.29
Computer	356 S. Aztec Rd., Golden Valley, AZ 86413	816.90
Computer	357 S. Aztec Rd., Golden Valley, AZ 86413	750.02
Computer	358 S. Aztec Rd., Golden Valley, AZ 86413	1,090.49
Computer supplies	359 S. Aztec Rd., Golden Valley, AZ 86413	2,912.63
Design Fees	366 S. Aztec Rd., Golden Valley, AZ 86413	7,704.01
Design Fees	367 S. Aztec Rd., Golden Valley, AZ 86413	2,197.80
Graphisoft Design Fees	368 S. Aztec Rd., Golden Valley, AZ 86413	9,000.01
Graphisoft	369 S. Aztec Rd., Golden Valley, AZ 86413	6,632.99
Computer	370 S. Aztec Rd., Golden Valley, AZ 86413	917.69
Computer	371 S. Aztec Rd., Golden Valley, AZ 86413	576.56
Computer	372 S. Aztec Rd., Golden Valley, AZ 86413	764.08
		<b>113,211.13</b>

<u>Asset Desc</u>	<u>Location</u>	<u>Net Book Value</u>
Design Fee for construction trailer	333 S. Aztec Rd., Golden Valley, AZ 86413	1,260.00
Trailer	338 S. Aztec Rd., Golden Valley, AZ 86413	5,648.50
GPS Rover Kit	339 S. Aztec Rd., Golden Valley, AZ 86413	11,733.34
2 80K Mag Generators	355 S. Aztec Rd., Golden Valley, AZ 86413	22,412.44
Laser Level	365 S. Aztec Rd., Golden Valley, AZ 86413	627.75
Godwnin HL80 Dri-Prime Diesel Drive Pump	378 S. Aztec Rd., Golden Valley, AZ 86413	10,843.44
		<u>52,525.47</u>



Rhodes Homes Arizona  
 Schedule B - Personal Property  
 Line 35 - Other  
 March 31, 2009

**Prepays**

Snell & Wilmer	5,000.00
Development Planninf & Financial Group	2,500.00
Gallagher & Kennedy	5,000.00
Home Builders Research	3,750.00
Daniel Brodsky Architects (retainer for factory house design)	10,000.00
Daniel Brodsky Architects (retainer for factory house design)	5,075.15
Taylor Popko	5,000.00
Builder MT (ppd 3 Mos @ \$600.00/mo)	1,800.00
Health Premium - Dec	1,302.32
Health Premium - Mar	5,744.88
Unisource Line Extension - 5033 Amythest	14,606.15
Unisource Line Extension - 5225 Opal	2,964.70
Unisource Line Extension - 5353 Turquoise	6,107.85
Unisource Line Extension - 5384 Alexandrite	6,844.32
Prepays Balance 3/31/09	<u>75,695.37</u>

B6F (Official Form 6F) (12/07)

In re **Rhodes Homes Arizona, LLC**Case No. **09-14882**

Debtor

## AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D  W I F E  J O I N T  C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M
Account No.			<b>Insider Claim</b>				
<b>James M. Rhodes</b> <b>252 Angels Trace Ct.</b> <b>Las Vegas, NV 89147</b>		-					<b>151,999.01</b>
Account No.			<b>Bond No. 5022081</b>				
<b>Lexon Insurance Company</b> <b>Bond Safeguard Insurance Company</b> <b>1919 S. Highland Dr. Bldg. A</b> <b>Suite 300</b> <b>Lombard, IL 60148</b>	X	-		X			<b>Unknown</b>
Account No.			<b>Bond Beneficiary</b>				
<b>Mohave County</b> <b>700 W. Beale Street</b> <b>Kingman, AZ 86402</b>		-		X	X		<b>Unknown</b>
Account No.			<b>Litigation Claims</b>				
<b>Schedule F01</b> <b>See Attachment F01</b>		-		X	X	X	<b>Unknown</b>
Subtotal (Total of this page)							<b>151,999.01</b>

1 continuation sheets attached

B6F (Official Form 6F) (12/07) - Cont.

In re **Rhodes Homes Arizona, LLC**Case No. **09-14882**

Debtor

**AMENDED**  
**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.		<b>Homeowner Claims</b>				
<b>Schedule F02</b> <b>See Attachment F2</b>	-		<b>X</b>	<b>X</b>	<b>X</b>	<b>Unknown</b>
Account No.		<b>Accounts Payable</b>				
<b>Schedule F03</b> <b>See Attachment F3</b>	-					<b>110,756.35</b>
Account No.		<b>Intercompany Claims</b>				
<b>Schedule F04</b> <b>See Attachment F4</b>	-					<b>58,386,446.67</b>
Account No.						
Account No.						
Sheet no. <u>1</u> of <u>1</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						<b>58,497,203.02</b>
						Total (Report on Summary of Schedules)
						<b>58,649,202.03</b>

In re Rhodes Homes Arizona, LLC  
Attachment F1  
Litigation Claims

09-14882

<b>Creditor</b>	<b>Address</b>	<b>Address</b>	<b>City ST Zip</b>	<b>Type of Claim</b>	<b>C</b>	<b>U</b>	<b>D</b>	<b>Amount of Claim</b>
Martinez & Turek, Inc.	Leonard Dicker Schreiber LLP	9430 Olympic Boulevard 400	Beverly Hills, CA 90212-4519	Litigation	x	x	x	Unknown

In re Rhodes Homes Arizona, LLC  
Attachment F2  
Homeowner Claims

09-14882

Creditor	Address	Address	City ST Zip	Type of Claim	C	U	D	Amount of Claim
3967 HEATHER AVE LLC	3967 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
AL KHATIB EMAN JAMAL CPWRS	3842 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
ALBRECHT CURTIS C	3955 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
ALLEN KRISTOPHER R	3986 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
ANDERSEN KES G RUTH M TRUSTEES	3913 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
APPLEBY TAD HEATHER JT	3980 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
ARELLANO CEBALLOS ERACLIO CPWRS 50	3781 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
ASHFORD DOUGLAS KELLI CPWRS	3895 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
AURORA LOAN SERVICES LLC	3811 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
BANGSTON MATTEW A SARAH L CPWRS	3877 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
BARONE JAMES H III JOY	3782 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
BERDIEL OLGA M	3902 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
BIRON STEVE C	3901 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
BLACK DEVELOPMENT LLC	3871 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
BLACK JOSEPH MARY CPWRS	3829 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
BRUNO LEE TRUSTEE 50	3931 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
BUHR TREVOR L KATHY L	3962 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
BURLAKOFF GEORGE H	3848 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
CHAMBERLAIN EDWARD R JUDITH JT	3932 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
CHANEY MORRIS J II MELISSA CO TRUSTEES	3907 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
CHINYERE ANSEL STELIA CPWRS	3938 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
CORBETT DAVID M CAMBREA B CPWRS	3914 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
FRANK WILLIAM J SUZANNE JT	3872 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
FRANK WILLIAM SUZANNE CPWRS	3925 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
GATLIFF ERIC MICHELLE CPWRS	3799 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
HAMBARIAN JOSHUA A 50	3788 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
HARTWELL KRISTA	3805 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
HAYE DANIEL J	3919 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
HUBKA SONDRAS	3787 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
HUPF RAYMOND J CAROLE S CPWRS	3908 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
JACKSON MARSHA L	3999 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
JACKSON MARSHA L	3896 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
KENTON RUSSELL CINDY JT	3985 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
KIELSMEIER CLAYTON R	3812 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
KIELSMEIER RAYMOND M ETAL	3943 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
LITTON LOAN SERVICING LP	3920 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
MAHAN SUE ANN	3853 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
MARIK VACLAV R	3949 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
MARINE FLYNN JT 50	3961 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
MARTIN RONALD KATHY CPWRS	3775 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
Matthew Tanico	9316 Bearded Iris Ave		Las Vegas, NV 89148	Homeowner	x	x	x	Unknown
MATTINGLY JAMES D ROBIN CPWRS	3836 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
MEYER MICHAEL JT 50	3878 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
MILLER RICHARD LIZBETH CPWRS	5353 S TURQUOIS RD		Golden Valley, AZ 86413	Homeowner	x	x	x	Unknown
MILLER RICHARD LIZBETH CPWRS	PO BOX 783		KINGMAN, AZ 86402	Homeowner	x	x	x	Unknown
MYERS TOM	3866 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
NELSON JUDY	3841 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
PATTERSON JOHN	3979 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
PENNINGTON JULIE	3950 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
R Ranch Ventures LLC	531 Towne Ave		Los Angeles, CA 90013	Homeowner	x	x	x	Unknown
RHODES HOMES ARIZONA LLC	3806 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
RHODES JAMES M	3800 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
RHODES JAMES M	3776 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
RICH WILLIAM ELEANOR TRUSTEES	3793 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
ROTROFF WILLIAM H	3998 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
RUIZ RALPH L	3859 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
SANDERS MARY E	3968 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
SEITZ MICHAEL E	3937 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
SEITZ MICHAEL G TRUSTEE	3973 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
SEVILLA ROLANDO NENITA CPWRS	3860 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
SEVILLA ROLANDO Q NENITA S CO TRUSTEE	3956 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
SHIVONE MARIA L	3830 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
SIMMONS KENT T VIRGINIA S CPWRS	3974 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
STUTZMAN JOHN E	3865 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
SUBU VIDU JULIETA JT	3794 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
SWAFFORD DALE TAMMY CPWRS	3991 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
TEJEIRO ARMANDO	3817 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
TENNESSEN THEODORE J	3835 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
THE SALVATION ARMY	3926 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
THOMPSON ALDEN BETTY CPWRS	3818 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
VIRGIL STEVE GLENNA JT	3823 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
WASSELL PAUL J VICTORIA L CPWRS	3847 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown
WU HUAN MING JT 50	3854 HEATHER AVE		Kingman, AZ 86401	Homeowner	x	x	x	Unknown

In re Rhodes Homes Arizona, LLC  
AMENDED Attachment F3  
 Accounts Payable

09-14882

Name	Address	City	ST	Zip	Balance	Description
Arizona Corporation Commission	1300 W. Washington	Phoenix	AZ	85007-2929	234.00	Construction Costs
Bancroft, Susa & Galloway	4713 E. Camp Lowell Drive	Tucson	AZ	85712	25,121.24	<del>Construction Costs</del> <a href="#">Property Tax Appeal</a>
Bowman & Brook, LLP	2901 N Central Ave #1600	Phoenix	AZ	85012	1,400.00	<del>Construction Costs</del> <a href="#">Legal Services</a>
<del>Cabinetec, Inc.</del>	<del>2711 E. Craig Road Suite A &amp; B</del>	<del>North Las Vegas</del>	<del>NV</del>	<del>89030</del>	<del>21,619.99</del>	<del>Construction Costs</del>
Development Planning & Finance	27127 Calle Arroyo #1910	San Juan Capistrano	CA	92675	6,296.29	<del>Construction Costs</del> <a href="#">Consulting Services</a>
<a href="#">Don's Office Products</a>	<a href="#">216 N 5th St</a>	<a href="#">Kingman</a>	<a href="#">AZ</a>	<a href="#">86401-5818</a>	<a href="#">283.30</a>	<a href="#">Construction Costs</a>
<a href="#">Golden Triangle Development</a>	<a href="#">244 Dark Forest Ave</a>	<a href="#">Las Vegas</a>	<a href="#">NV</a>	<a href="#">89123</a>	<a href="#">500.00</a>	<a href="#">Construction Costs</a>
Gordon & Rees LLP	275 Battery Street #2000	San Francisco	CA	94111	2,280.00	<del>Construction Costs</del> <a href="#">Legal Services</a>
<a href="#">Kyle Moyer &amp; Company, LLC</a>	<a href="#">7525 East Camelback Rd #104</a>	<a href="#">Scottsdale</a>	<a href="#">AZ</a>	<a href="#">85251</a>	<a href="#">30,000.00</a>	<a href="#">Professional Services</a>
Mohave County Assessor	700 W. Beale St.	Kingman	AZ	86402	110.00	Construction Costs
<a href="#">Pitney Bowes Global Financial Registrar of Contractors</a>	<a href="#">PO Box 856460</a>	<a href="#">Louisville</a>	<a href="#">KY</a>	<a href="#">40285-6460</a>	<a href="#">313.32</a>	<a href="#">Construction Costs</a>
<a href="#">Slater Hanifan Group</a>	<a href="#">800 W Washington 6th Floor</a>	<a href="#">Phoenix</a>	<a href="#">AZ</a>	<a href="#">85007-2671</a>	<a href="#">590.00</a>	<a href="#">Construction Costs</a>
<a href="#">Slater Hanifan Group</a>	<a href="#">5740 S Arville #216</a>	<a href="#">Las Vegas</a>	<a href="#">NV</a>	<a href="#">89118</a>	<a href="#">10,605.00</a>	<a href="#">Construction Costs</a>
Tait & Associates, Inc.	P.O. Box 11118	Santa Ana	CA	92711-1118	26,820.00	<del>Construction Costs</del> <a href="#">Professional Services</a>
<a href="#">UniSource Energy Services-Elec</a>	<a href="#">2498 Airway Avenue</a>	<a href="#">Kingman</a>	<a href="#">AZ</a>	<a href="#">86402-3099</a>	<a href="#">6,175.28</a>	<a href="#">Construction Costs</a>
Valley Pioneers Water	5998 W. Chino Drive	Golden Valley	AZ	86413	27.92	Construction Costs
<del>UniSource Energy Services</del>	<del>2498 Airway Avenue</del>	<del>Kingman</del>	<del>AZ</del>	<del>86402-3099</del>	<del>1,520.44</del>	<del>Construction Costs</del>
<del>Spirit Underground, LLC</del>	<del>3525 West Hacienda Avenue</del>	<del>Las Vegas</del>	<del>NV</del>	<del>89118</del>	<del>97,260.65</del>	<del>Construction Costs</del>
<del>Slater Hanifan Group</del>	<del>5740 S Arville #216</del>	<del>Las Vegas</del>	<del>NV</del>	<del>89118</del>	<del>3,625.00</del>	<del>Construction Costs</del>
<del>Kyle Moyer &amp; Company, LLC</del>	<del>7525 East Camelback Rd #104</del>	<del>Scottsdale</del>	<del>AZ</del>	<del>85251</del>	<del>30,000.00</del>	<del>Construction Costs</del>
<del>Heritage Land Company</del>	<del>4730 S Fort Apache #300</del>	<del>Las Vegas</del>	<del>NV</del>	<del>89147</del>	<del>58,384,070.92</del>	<del>Intercompany</del>
<del>James M Rhodes</del>	<del>4730 S Fort Apache #300</del>	<del>Las Vegas</del>	<del>NV</del>	<del>89147</del>	<del>381,043.95</del>	<del>Intercompany</del>
<del>Pinnacle Grading</del>	<del>313 S Aztec Rd</del>	<del>Golden Valley</del>	<del>AZ</del>	<del>86413</del>	<del>893.37</del>	<del>Intercompany</del>

58,982,323.77

[110,756.35](#)

In re Rhodes Homes Arizona, LLC09-14882Attachment F4Intercompany Claims

<u>Heritage Land Company</u>	<u>4730 S Fort Apache #300, Las Vegas, NV 89147</u>	<u>58,384,070.92</u>
<u>Pinnacle Grading</u>	<u>313 S Aztec Rd, Golden Valley, AZ 86413</u>	<u>2,375.75</u>
		<u>58,386,446.67</u>

Document comparison done by Workshare DeltaView on Saturday, June 27, 2009 1:32:56 PM

Input:	
Document 1	file:///U:/My Documents/RHODES/RHA - F.doc
Document 2	file:///U:/My Documents/RHODES/RHA - F2.doc
Rendering set	Standard

Legend:	
<u>Insertion</u>	
<del>Deletion</del>	
<u>Moved from</u>	
<u>Moved to</u>	
Style change	
Format change	
<del>Moved deletion</del>	
Inserted cell	
Deleted cell	
Moved cell	
Split/Merged cell	
Padding cell	

Statistics:	
	Count
Insertions	73
Deletions	60
Moved from	0
Moved to	0
Style change	0
Format changed	0
Total changes	133



**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEVADA  
SOUTHERN DIVISION**

**In re: The Rhodes Companies, LLC, et al.,<sup>1</sup>**

**Case No. 09-14814  
(Jointly Administered)**

**Notes and Statement of Limitations and Methodology Regarding the Debtors' Amended Schedules of Assets and Liabilities and Statement of Financial Affairs**

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The above-captioned Debtors (the "Debtors") each submit their respective Amended Schedules of Assets and Liabilities (the "Schedules") and Amended Statement of Financial Affairs (the "Statement") pursuant to 11 U.S.C. § 521 and Federal Rule of Bankruptcy Procedure 1007. The following notes regarding the Statement and Schedules are fully incorporated into and made part of the Statement and Schedules. The previously-filed *Notes and Statement of Limitations and Methodology Regarding the Debtors' Schedules of Assets and Liabilities and Statement of Financial Affairs* are also incorporated herein. These notes collectively comprise an integral part of the Statement and Schedules and should be referred to and considered in connection with any review of the Statement and Schedules. Unless otherwise noted, the financial and other information contained in the Statement and Schedules is derived from the Debtors in accordance with the Debtors' financial reporting and accounting policies and procedures.

**Notes Regarding the Debtors' Statement and Schedules**

Any changes to the schedules are shown as highlighted in yellow on the PDF of the filed version of the Schedules.

Any changes to attachments to the schedules are shown with a blackline of the attachment. In the case of Schedule of Financial Affairs question no. 18 for Heritage Land Company, LLC and The Rhodes Companies, LLC, the attachment was omitted from the original filing and is attached to the amendment.

**Note to Schedule F - Creditors Holding Unsecured Nonpriority Claims**

Amended Schedule F is revised to reflect invoices received through May 31, 2009 for goods or services provided prior to the Petition Date.

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<sup>1</sup> The Debtors in these cases, along with their case numbers are: Heritage Land Company, LLC (Case No. 09-14778); The Rhodes Companies, LLC (Case No. 09-14814); Tribes Holdings, LLC (Case No. 09-14817); Apache Framing, LLC (Case No. 09-14818); Geronimo Plumbing LLC (Case No. 09-14820); Gung-Ho Concrete LLC (Case No. 09-14822); Bravo, Inc. (Case No. 09-14825); Elkhorn Partners, A Nevada Limited Partnership (Case No. 09-14828); Six Feathers Holdings, LLC (Case No. 09-14833); Elkhorn Investments, Inc. (Case No. 09-14837); Jarupa, LLC (Case No. 09-14839); Rhodes Realty, Inc. (Case No. 09-14841); C & J Holdings, Inc. (Case No. 09-14843); Rhodes Ranch General Partnership (Case No. 09-14844); Rhodes Design and Development Corporation (Case No. 09-14846); Parcel 20, LLC (Case No. 09-14848); Tuscany Acquisitions IV, LLC (Case No. 09-14849); Tuscany Acquisitions III, LLC (Case No. 09-14850); Tuscany Acquisitions II, LLC (Case No. 09-14852); Tuscany Acquisitions, LLC (Case No. 09-14853); Rhodes Ranch Golf Country Club, LLC (Case No. 09-14854); Overflow, LP (Case No. 09-14856); Wallboard, LP (Case No. 09-14858); Jackknife, LP (Case No. 09-14860); Batcave, LP (Case No. 09-14861); Chalkline, LP (Case No. 09-14862); Glynda, LP (Case No. 09-14865); Tick, LP (Case No. 09-14866); Rhodes Arizona Properties, LLC (Case No. 09-14868); Rhodes Homes Arizona, L.L.C. (Case No. 09-14882); Tuscany Golf Country Club, LLC (Case No. 09-14884); and Pinnacle Grading, LLC (Case No. 09-14887).

Additionally, the Debtor has received authority from the Bankruptcy Court through various orders to make payments to certain holders of claims for amounts owed prior to the Petition Date. If those amounts have been paid pursuant to Bankruptcy Court Order through the course of the Debtor's Chapter 11 Case, the Debtor's books and records no longer show any amount owing to the vendor and, accordingly, such vendor's claim may be listed as \$0.00.

B6 Declaration (Official Form 6 - Declaration). (12/07)

**United States Bankruptcy Court  
District of Nevada**

In re Rhodes Homes Arizona, LLC

Debtor(s)

Case No. 09-14882

Chapter 11

**DECLARATION CONCERNING DEBTOR'S SCHEDULES - AMENDED**

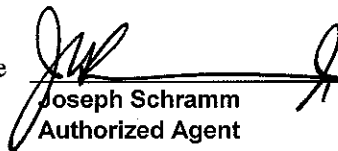
**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the Authorized Agent of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 16 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date

7/1/09

Signature

  
Joseph Schramm  
Authorized Agent

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.